

THE COMPANIES ORDINANCE (CHAPTER 622)

**Company Limited by Guarantee
ARTICLES OF ASSOCIATION
OF**

JUNIOR CHAMBER INTERNATIONAL ISLAND (HONG KONG) LIMITED

1. Company Name

The name of the company is

"JUNIOR CHAMBER INTERNATIONAL ISLAND (HONG KONG) LIMITED

2. Members' Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding 10 Hong Kong Dollars.

I/WE, the undersigned, wish to form a company and wish to adopt the articles of association as attached.

Name(s) of Founder Members
Alexander TZANG Hing Chung
Roy TAN Tjong Tiau
Ozer Eben EBRAHIM
Irving KOO Yee Yin
Felix CHAN Kee Wai
Richard LEE Wai Kow
Winkie LAU Wai Kit
Fernando PEREIRA
Eric YUNG Wing Wo

Interpretation

4. Interpretation

(1) In these articles—

articles (本《章程細則》) means the articles of association of the company;

in writing means written, or printed or partly written and partly printed;



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mental incapacity (精神上無行為能力) has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

mentally incapacitated person (精神上無行為能力者) means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

Ordinance (《條例》) means the Companies Ordinance (Cap.622);

proxy notice (代表通知書)—see article 48(1);

special resolution means a special resolution of Junior Chamber International Island (Hong Kong) Limited passed in accordance with section 564 of the Ordinance.

- (2) Words importing the singular number include the plural number and vice versa.
- (3) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the company.
- (4) For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.

Affiliation

5. Affiliation

The company is affiliated with Junior Chamber International Hong Kong Limited.

Objects

6. Objects

The objects for which the company is formed are:-

- (1) For advancement of education, to develop the individual abilities and stimulate joint efforts of individuals for the purpose of improving the economic, social and spiritual development of the people in Hong Kong by:
 - (a) development of an awareness and acceptance of the responsibilities of citizenship;
 - (b) individual participation in internal training programs to develop leadership potential;
 - (c) active participation in planning and executing programs for the development of the individual and the community;
 - (d) promotion of community development; and
 - (e) furtherance of understanding, goodwill and co-operation among all people.
- (2) To accept membership fees, donations from its members to take such legitimate steps as may be necessary to appeal for funds and to apply the same for the attainment of the objects of the company.
- (3) In furtherance of the objects of the company but not otherwise, to accept gifts, donations, subsidies and loans from the Hong Kong SAR Government or any other organization whether private or public, either in cash or in kind.
- (4) In furtherance of the objects of the company but not otherwise, to apply the funds of the company for the promotion of relief work for the mankind in general and the people of Hong Kong in particular.
- (5) In furtherance of the objects of the company but not otherwise, to hold regular and periodical social meetings, dinner parties, sports and also to conduct such activities as may be along the lines of arts, literature and drama.
- (6) In furtherance of the objects of the company but not otherwise, to conduct lectures, forums, seminars, conferences, business games and contests, and organize visits regularly and periodically.
- (7) In furtherance of the objects of the company but not otherwise, to establish libraries and to publish printing matters, provided that if the recipient of the funding of the company is an

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organisation it shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the company under or by virtue of articles 61(a) and 61(c) at the end of each of these sub-articles.

- (8) To apply funds of the company including membership fees, donations and loans for the promotion and attainment of the objects of the company.
- (9) To rent, purchase, lease or otherwise acquire for the use of the company, a suitable building or buildings in Hong Kong, to fit and furnish the same or make arrangements for the building or buildings being properly fitted and furnished.
- (10) In furtherance of the objects of the company but not otherwise, to invest and deal with moneys of the company not immediately required in or upon such securities and in a proper and prudent manner as may from time to time be determined.
- (11) In furtherance of the objects of the company but not otherwise, to borrow or raise money by mortgage, charge on or dispose of the property of the company in such manner as the company in general meeting may decide.
- (12) In furtherance of the objects of the company but not otherwise, to promote or assist in establishing or promoting and to subscribe to or become a member of any other company or organization whose objects are similar to the objects of the company, provided that if the recipient of the funding of the company is an organisation it shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the company under or by virtue of articles 61(a) and 61(c) at the end of each of these sub-articles.
- (13) To accept subscriptions and donations (whether real or personal estate) and devises and bequests for all or any of the objects above.
- (14) To do such other lawful things as are incidental or conducive to the attainment of the above objects.

Directors

7. Directors' general authority

- (1) Subject to the Ordinance and these articles, the operations and affairs of the company are managed by the directors, who may exercise all the powers of the company.
- (2) An alteration of these articles does not invalidate any prior act of the directors that would have been valid if the alteration had not been made.
- (3) The powers given by this article are not limited by any other power given to the directors by these articles.
- (4) A director's meeting at which a quorum is present may exercise all powers exercisable by the directors.

8. Members' reserve power

- (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) The special resolution does not invalidate anything that the directors have done before the passing of the resolution.

9. Directors may delegate

- (1) Subject to these articles, the directors may, if they think fit, delegate any of the powers that are conferred on them under these articles—
 - (a) to any person or committee;
 - (b) by any means (including by power of attorney);
 - (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and

- (e) on any terms and conditions.
 - (2) If the directors so specify, the delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.
 - (3) The directors may—
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.
- 10. Committees**
- (1) The directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
 - (2) The committees must comply with the rules.
- 11. Directors to take decision collectively**
A decision of the directors may only be taken—
- (1) by a majority of the directors at a meeting; or
 - (2) in accordance with article 12.
- 12. Unanimous decisions**
- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
 - (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
 - (3) A reference in this article to eligible directors is a reference to directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a directors' meeting.
 - (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at a directors' meeting.
- 13. Calling directors' meetings**
- (1) Any director may call a directors' meeting by giving notice of the meeting to the directors to give such notice.
 - (2) Notice of a directors' meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
 - (3) Notice of a directors' meeting must be given to each director, but need not be in writing.
- 14. Participation in directors' meetings**
- (1) Subject to these articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
 - (a) the meeting has been called and takes place in accordance with these articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
 - (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where a director is and how they communicate with each other.
 - (3) If all the directors participating in a directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.
- 15. Quorum for directors' meetings**
- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- (2) The quorum for directors' meetings shall be more than 50% of the total number of directors or 6 (whichever is lower).

16. Meetings if total number of directors less than quorum

If the total number of directors for the time being is less than the quorum required for directors' meetings, the directors must not take any decision other than a decision to call a general meeting so as to enable the members to appoint further directors.

17. Chairing of directors' meetings

The President of the company shall preside at all meetings of the Board at which he shall be present, but if at any meeting the President be not present within 10 minutes and willing to preside any one of the Vice-Presidents appointed by the President shall then act as Chairman of the meeting, failing him, the Directors present shall choose someone of their members to be Chairman of the meeting.

18. Chairperson's casting vote at directors' meetings

- (1) If the numbers of votes for and against a proposal are equal, the chairperson or other director chairing the directors' meeting has a casting vote.
- (2) Paragraph (1) does not apply if, in accordance with these articles, the chairperson or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

19. Conflicts of interest

- (1) This article applies if—
- (a) a director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the company that is significant in relation to the company's operations; and
 - (b) the director's interest is material.
- (2) The director must declare the nature and extent of the director's interest to the other directors in accordance with section 536 of the Ordinance.
- (3) The director and the director's alternate must neither—
- (a) vote in respect of the transaction, arrangement or contract in which the director is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) Paragraph (3) does not preclude the alternate from—
- (a) voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and
 - (b) being counted for quorum purposes in respect of the transaction, arrangement or contract.
- (5) If the director or the director's alternate contravenes paragraph (3)(a), the vote must not be counted.
- (6) Paragraph (3) does not apply to—
- (a) an arrangement for giving a director any security or indemnity in respect of money lent by the director to or obligations undertaken by the director for the benefit of the company;
 - (b) an arrangement for the company to give any security to a third party in respect of a debt or obligation of the company for which the director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) an arrangement under which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries, which do not provide special benefits for directors or former directors.
- (7) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.



20. Supplementary provisions as to conflicts of interest

- (1) Subject to article 61(b), a director may hold any other office under the company (other than the office of auditor) in conjunction with the office of director for a period and on terms that the directors determine.
- (2) A director or intending director is not disqualified by the office of director from contracting with the company—
 - (a) with regard to the tenure of the other office mentioned in paragraph (1); or
 - (b) as vendor, purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of the company in which any director is in any way interested is not liable to be avoided.
- (4) A director who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to the company for any profit realized by the transaction, arrangement or contract by reason of—
 - (a) the director holding the office; or
 - (b) the fiduciary relation established by the office.
- (5) Paragraph (1), (2), (3) or (4) only applies if the director has declared the nature and extent of the director's interest under the paragraph to the other directors in accordance with section 536 of the Ordinance.
- (6) A director of the company may be a director or other officer of, or be otherwise interested in—
 - (a) any company promoted by the company; or
 - (b) any company in which the company may be interested as shareholder or otherwise.
- (7) Subject to the Ordinance, the director is not accountable to the company for any remuneration or other benefits received by the director as a director or officer of, or from the director's interest in, the other company unless the company otherwise directs.

21. Validity of acts of meeting of directors

The acts of any meeting of directors or of a committee of directors or the acts of any person acting as a director are as valid as if the directors or the person had been duly appointed as a director and was qualified to be a director, even if it is afterwards discovered that—

- (1) there was a defect in the appointment of any of the directors or of the person acting as a director;
- (2) any one or more of them were not qualified to be a director or were disqualified from being a director;
- (3) any one or more of them had ceased to hold office as a director; or
- (4) any one or more of them were not entitled to vote on the matter in question.

22. Directors' discretion to make further rules

Subject to these articles, the directors may make any rule that they think fit about—

- (1) how they take decisions; and
- (2) how the rules are to be recorded or communicated to directors.

23. Appointment and retirement of directors

- (1) The number of directors shall not be less than 6 and not more than 15. Of this body, 1 shall be the President, 3 or 4 Vice-Presidents, 1 Secretary-General, 1 Treasurer, 1 General Legal Counsel and 1 Immediate Past President. These office bearers shall form the Executive Board of the company.
- (2) A person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
 - (a) by ordinary resolution; or



- (b) by a decision of the directors.
- (3) An appointment under paragraph (2)(b) may only be made to—
 - (a) fill a casual vacancy; or
 - (b) appoint a director as an addition to the existing directors if the total number of directors does not exceed the number fixed in accordance with these articles.

- 24. Retiring director eligible for reappointment**

A retiring director is eligible for reappointment to the office.

- 25. Termination of director's appointment**

A person ceases to be a director if the person—

 - (1) ceases to be a Full Member of the company;
 - (2) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
 - (3) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
 - (4) becomes a mentally incapacitated person;
 - (5) resigns the office of director by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
 - (6) was voted to be removed after a resolution was passed by two-third majority by the Board of Directors due to his non-performance;
 - (7) for more than 6 months has been absent without the directors' permission from directors' meetings held during that period; or
 - (8) is removed from the office of director by an ordinary resolution of the company.

- 26. Directors' expenses**

The company may pay any travelling, accommodation and other expenses properly incurred by directors in connection with—

 - (1) their attendance at—
 - (a) meetings of directors or committees of directors;
 - (b) general meetings; or
 - (c) separate meetings of the holders of debentures of the company; or
 - (2) the exercise of their powers and the discharge of their responsibilities in relation to the company.

- 27. Indemnity**
 - (1) A director or former director of the company may be indemnified out of the company's assets against any liability incurred by the director to a person other than the company in connection with any negligence, default, breach of duty or breach of trust in relation to the company.
 - (2) Paragraph (1) only applies if the indemnity does not cover—
 - (a) any liability of the director to pay—
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (b) any liability incurred by the director—
 - (i) in defending criminal proceedings in which the director is convicted;
 - (ii) in defending civil proceedings brought by the company in which judgment is given against the director;

- (iii) in defending civil proceedings brought on behalf of the company by a member of the company in which judgment is given against the director; or
 - (iv) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the director relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
 - (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief—
 - (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
 - (5) For the purposes of paragraph (4)(b), an appeal is disposed of if—
 - (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

28. Insurance

The directors may decide to purchase and maintain insurance, at the expense of the company, for a director of the company against—

- (1) any liability to any person attaching to the director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the company; or
- (2) any liability incurred by the director in defending any proceedings (whether civil or criminal) taken against the director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the company.

29. Appointment and removal of company secretary

- (1) The directors may appoint a company secretary for a term they think fit.
- (2) The directors may remove a company secretary appointed by them.

Members

30. Application for membership

A person may become a member of the company only if—

- (1) he is a man;
- (2) his age is between 18 and 40;
- (3) he is of good character;
- (4) he has completed an application for membership in a form approved by the directors, together with supporting documents such as identification documents;
- (5) the Board of Directors has approved his application; and
- (6) he accepts the Junior Chamber International Creed which is as follows:-

“We believe:

That faith in God gives meaning and purpose to human life;

That the brotherhood of man transcends the sovereignty of nations;

That economic justice can best be won by free men through free enterprises;

That government should be of laws rather than of men;

That earth's great treasure lies in human personality;

And that service to humanity is the best work of life.”

(the concept of “God” in the context of Junior Chamber International Creed is interpreted according to one's own religious belief)

31. Classification of membership

Membership in the company shall be classified as Full Members, Senior Members, Honorary Life Members and Prospective Members.



- (1) Full Members: Members shall be between the age of 18 and 40 years, provided that membership shall continue to the end of calendar year in which the person reaches the age of 40 years, except the Immediate Past President who may serve beyond that calendar year in that capacity, for not more than 1 year.
- (2) Senior Members: Members, commencing from the 1st day of January of the year following the year in which he shall have his 40th anniversary of his birthday, shall be eligible for senior members. Senior Members shall be entitled to all of the rights of the Full Members save and except the right to serve the Board of Directors and the right to vote at all meetings of the company. No person who has not been a Full Member of the company shall be eligible for Senior Member membership.
- (3) Honorary Life Members: Honourary Life Members include Senators of the company. If he is a Full Member, he shall be entitled to all the rights of a Full Member until he shall reach the age of 40 years after which he shall be entitled to all the rights of a Senior Member.
- (4) Prospective Members: Before admitted as Full Members and in compliance with the criteria as laid down by the Board of Directors, men between the age of 18 and 40 shall be Prospective Members upon submission of membership application and approval by the Board of Directors.

32. Obligation of membership

- (1) Every member is liable to pay the membership fee, the amount of which shall be determined by the Board of Directors from time to time.
- (2) The membership fee for each and every member (Full, Senior or Honorary Life) shall be payable yearly in advance. Payments become due on the first day of January each year. Provided a member who is absent from Hong Kong for a period exceeding 6 months may, by application to the Board of Directors prior to his absence, be exempt from payment of dues in proportion to the length of this absence. The Board of Directors shall have the sole right to increase the membership fee once per year at a rate of no more than 10% of the then subscription.
- (3) Every member shall be bound to further to the best of his ability the objects, interest and influence of the company and shall observe all the regulations of the company.

33. Termination of membership

- (1) A member may resign or withdraw from the company by giving 1 month notice to the company in writing. Upon the expiry of such notice, he shall cease to be a member, but he shall nevertheless remain liable for and shall pay to the company all moneys (if any) which at the time of his ceasing to be a member shall be due from him to the company.
- (2) If any member shall willfully refuse or neglect to comply with the articles or shall behave either in the company or elsewhere in a manner calculated to be unduly to the inconvenience of the other members of the company, or likely to be injurious to the reputations of interests of the company or shall fail to pay his membership due for a period exceeding 3 months as the case may be the Board of Directors after due investigation may call upon such member to resign from the company forthwith and if he fails to do so within 1 week the Board of Directors may strike his name off the roll of members or may suspend his membership for such period of time as the Board of Directors shall for all purposes be final and conclusive.
- (3) Any member who has withdrawn his membership or has ceased to be a member of the company shall have no more interest or rights in the company and shall not be entitled to the refund of any contribution previously paid by him.
- (4) Membership is not transferable.
- (5) A person's membership shall cease upon his death.

General Meetings

34. General meetings



- (1) Subject to sections 611, 612 and 613 of the Ordinance, the company must, in respect of each financial year of the company, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (2) The directors may, if they think fit, call a general meeting.
- (3) If the directors are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (4) If the directors do not call a general meeting in accordance with section 567 of the Ordinance, 10 members shall call a general meeting in accordance with section 568 of the Ordinance.

35. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of—
 - (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) The notice must—
 - (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (c) state the general nature of the business to be dealt with at the meeting;
 - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting—
 - (i) include notice of the resolution; and
 - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (g) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.
- (5) Paragraph (4)(e) does not apply in relation to a resolution of which—
 - (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (b) notice has been given under section 615 of the Ordinance.
- (6) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed—
 - (a) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and
 - (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

36. Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to—
 - (a) every member; and
 - (b) every director.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the company must give a copy of it to its auditor (if more than one

auditor, to everyone of them) at the same time as the notice or the other document is given to the member.

37. Accidental omission to give notice of general meetings

Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

38. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the person's vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.

39. Quorum for general meetings

- (1) 10 members present in person constitute a quorum at a general meeting.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

40. Chairing general meetings

- (1) The President of the company shall preside as Chairman at every general meeting of the company.
- (2) The directors present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) there is no chairperson of the board of directors;
 - (b) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the chairperson is unwilling to act; or
 - (d) the chairperson has given notice to the company of the intention not to attend the meeting.
- (3) The members present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) no director is willing to act as chairperson; or
 - (b) no director is present within 15 minutes after the time appointed for holding the meeting.
- (4) A proxy may be elected to be the chairperson of a general meeting by a resolution of the company passed at the meeting.

41. Attendance and speaking by non-members

The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—

- (a) members of the company; or
- (b) otherwise entitled to exercise the rights of members in relation to general meetings.

42. Adjournment

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must—
 - (a) if called on the request of members, be dissolved; or
 - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the directors determine.
- (2) If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present in person or by proxy constitute a quorum.
- (3) The chairperson may adjourn a general meeting at which a quorum is present if—
 - (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

43. General rules on voting

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (2) If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
- (3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—
 - (a) has or has not been passed; or
 - (b) has passed by a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

44. Errors and disputes

- (1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

45. Demanding a poll

- (1) A poll on a resolution may be demanded—
 - (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (2) A poll on a resolution may be demanded by—



- (a) the chairperson of the meeting;
 - (b) at least 2 members present in person or by proxy; or
 - (c) any member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.

46. Number of votes a member has

On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting—

- (1) every member present in person has 1 vote; and
- (2) every proxy present who has been duly appointed by a member entitled to vote on the resolution has 1 vote.

47. Votes of mentally incapacitated members

- (1) A member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Court.
- (2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

48. Content of proxy notices

- (1) A proxy may only validly be appointed by a notice in writing (**proxy notice**) that—
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed on behalf of the member appointing the proxy; and
 - (d) is delivered to the company in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) If the company requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
- (4) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
- (5) Unless a proxy notice indicates otherwise, it must be regarded as—
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

49. Execution of appointment of proxy on behalf of member appointing the proxy

If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy.

50. Delivery of proxy notice and notice revoking appointment of proxy

- (1) A proxy notice does not take effect unless it is received by the company—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and



- (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking the appointment only takes effect if it is received by the company—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

51. Effect of member's voting in person on proxy's authority

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy—
 - (a) attends in person the general meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.
- (2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of the member.

52. Effect of proxy votes in case of death, mental incapacity, etc. of member appointing the proxy

- (1) A vote given in accordance with the terms of a proxy notice is valid despite—
 - (a) the previous death or mental incapacity of the member appointing the proxy; or
 - (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- (2) Paragraph (1) does not apply if notice in writing of the death, mental incapacity or revocation is received by the company—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

53. Amendments to proposed resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) notice of the proposed amendment is given to the company secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.



- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Miscellaneous Provisions

54. Means of communication to be used

- (1) Subject to these articles, anything sent or supplied by or to the company under these articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied by or to the company for the purposes of the Ordinance.
- (2) Subject to these articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such a notice or document for the time being.
- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

55. Company seal

- (1) A seal may only be used by the authority of the directors.
- (2) A seal must be a metallic seal having the company's name engraved on it in legible form.
- (3) Subject to paragraph (2), the directors may decide by what means and in what form a seal is to be used.
- (4) Unless otherwise decided by the directors, if the company has a seal and it is affixed to a document, the document must also be signed by at least 1 director of the company and 1 authorized person.
- (5) For the purposes of this article, an authorized person is—
 - (a) any director of the company;
 - (b) the company secretary; or
 - (c) any person authorized by the directors for signing documents to which the seal is applied.

56. No right to inspect accounts and other records

A person is not entitled to inspect any of the company's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by—

- (1) an enactment;
- (2) an order under section 740 of the Ordinance;
- (3) the directors; or
- (4) an ordinary resolution of the company.

57. Auditor's insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for an auditor of the company against—
 - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the company; or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the company.
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.



Accounts

58. Signatory

All cheques, drafts and orders for the payment of money shall be signed by any two of President, Immediate Past President, Vice-Presidents and Secretary General as determined by the Board of the Directors of the company.

59. Use of fund

- (a) The funds of the company shall not be used for any purpose other than those specified in the articles and by-laws of the company, provided that specific donation shall not be used to finance the day to day expense of the company; and
- (b) The income and property of the company, however derived, shall be applied solely towards the promotion of the objects of the company as set out in these articles.

60. Keeping the books of account

The directors in particular the President and Treasurer shall be responsible for the keeping of proper books of accounts with respect to:

- (a) all sums of money received and expended by the company (including donation receipts) and the members in respect of which such receipt and expenditure take place;
- (b) all sales and purchases of properties by the company; and
- (c) the assets and liabilities of the company

61. Distribution of income

- (a) None of the income and property of the company shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever to any member of the company;
- (b) No director or member of the governing body of the company shall be appointed to any salaried office of the company, or any office of the company paid by fees and no remuneration or other benefit in money or money's worth shall be given by the company to any director or member of the governing body of the company; and
- (c) If upon winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this shall not be paid to or distributed to the members of the company; but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the company under or by virtue of article 61(a) and this article, such institution or institutions to be determined by the members of the company at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable objects.

62. Income and expenditure account

At the annual general meeting in every year the directors shall lay before members of the company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the company) made up to a date not more than 3 months before such meeting together with a proper balance sheet made up as at the same date.

63. Accounting year

Unless otherwise determined by members in general meetings, the accounting years of the company shall end on the 31st, December each year and the annual accounts of the company must be made up to this date each and every year. Every such annual accounts shall be accompanied by proper reports of the directors and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with the statutory requirements for the time being in force) and of any other documents required by law to be

annexed or attached thereto, the same shall be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are directed to be served.

64. Audit

Once at least in every year the accounts of the company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly authorised auditor or auditors.

Communication with members

65. Address of Full Members in Hong Kong

Any member described in the records by an address not within Hong Kong who shall from time to time give the company an address within Hong Kong at which any notice may be served upon him shall be entitled to have notices served upon him at such address but only those members who are described in the records by an address within Hong Kong shall be entitled to receive notices from the company.

66. Service by post

Any notice if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and put into the post office as a postage prepaid letter.

Delegation

67. Delegation

The Board of Directors may appoint a delegation to represent the company at any convention, meeting or assembly as may be deemed necessary. Such delegation shall exercise only those powers specifically vested in them by the Board of Directors. Senior Members may form part of the delegation with such powers as may be defined by the Board of Directors.

68. Removal of delegation

The Board of Directors at any time may remove any person from any delegation, after which such person may not act on behalf of the company at the convention, meeting or assembly to which he was appointed as a delegate.

Politics

69. Politics

The company shall refrain from any partisan political activity.

Religion

70. Religion

The company shall refrain from sectarian or religious activities. The concept of "God" in the context of the Junior Chamber International Creed is to be interpreted according to one's own religious beliefs.

